

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

|   |   |                        |
|---|---|------------------------|
| -----X                                      |   |                        |
|   | : |                        |
| In re                                       | : | Chapter 11 Case No.    |
|   | : |                        |
| MOTORS LIQUIDATION COMPANY, <i>et al.</i> , | : | 09-50026 (REG)         |
| f/k/a General Motors Corp., <i>et al.</i>   | : |                        |
|   | : |                        |
| Debtors.                                    | : | (Jointly Administered) |
|   | : |                        |
| -----X                                      |   |                        |

**AFFIDAVIT OF ASHISH D. GANDHI**

STATE OF NEW YORK     )  
                                  ) ss:  
COUNTY OF NEW YORK    )


Ashish D. Gandhi, being duly sworn, hereby deposes and says:

1. I am an associate at the firm of Weil, Gotshal & Manges LLP, attorneys for Motors Liquidation Company (f/k/a General Motors Corporation) and its affiliated debtors (collectively, the “**Debtors**”), and a member of the Bar of this Court. I submit this affidavit in support of the Debtors’ Motion to Strike the Declaration of Oliver Addison Parker, dated July 27, 2009, from his Designation of the Record and Issues on Appeal.

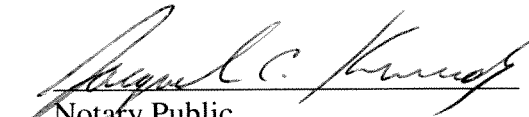
2. Attached hereto are true and correct copies of the following:

- Exhibit A: E-mail from Parker to Debtors’ counsel, dated June 26, 2009.
- Exhibit B: Request for Discovery and Demand for Production of Documents From Debtors made by Oliver Addison Parker, dated June 26, 2009.
- Exhibit C: E-mail from Debtors’ counsel to Parker, dated June 26, 2009.
- Exhibit D: Letter from Debtors’ counsel to Parker enclosing discovery documents, dated June 28, 2009.
- Exhibit E: E-mail from Parker to Debtors’ counsel, dated June 29, 2009.

- Exhibit F: Letter from Debtors' counsel to Parker enclosing discovery documents, dated June 29, 2009.
- Exhibit G: Letter from Debtors' counsel to Parker enclosing discovery documents, dated June 29, 2009.
- Exhibit H: Hearing Transcript of July 2, 2009 (A.M. Session) pp. 75-76.
- Exhibit I: Email from Debtors' counsel to Parker, dated June 27, 2009.

  
Ashish D. Gandhi

Subscribed and sworn to before me  
this 11th day of August, 2009

  
Notary Public

JACQUELINE C. KENNEDY  
NOTARY PUBLIC, State of New York  
No. 01KE4943059  
Qualified in Kings County  
Cert. Filed in New York County  
Commission Expires Oct. 17, 2010

## EXHIBIT A

**Neuwirth, John**

---

**From:** OLIVER PARKER [splitapart@prodigy.net]  
**Sent:** Friday, June 26, 2009 1:34 PM  
**To:** Neuwirth, John  
**Subject:** GM Bankruptcy -- Discovery Request of Oliver Addison Parker  
**Attachments:** Demand for Discovery and Production of Documents.pdf

Attached please find my discovery request. I would like to pick it up on Sunday at Friederick Henderson's deposition, or if this is not possible, then at Mike Raleigh's deposition.

Thanks.

Oliver

Hearing Date: June 30, 2009 at 9:45 A.M.  
Original Objection Deadline: June 19, 2009 at 5:00 P.M.  
Extended Objection Deadline: June 22, 2009 at 12:00 Noon

Oliver Addison Parker, Pro Se  
283 Codrington Drive  
Lauderdale By The Sea, FL 33308  
Ph: (954) 599-6468  
Fax: (954) 772-6468  
[splitapart@prodigy.net](mailto:splitapart@prodigy.net)  
Florida Bar No. 235891

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

----- x  
In re

GENERAL MOTORS CORP., *et al.*,

Debtors.

Chapter 11

Case No. 09-50026 (REG)

(Jointly Administered)

----- x

**REQUEST FOR DISCOVERY AND DEMAND FOR PRODUCTION OF DOCUMENTS  
FROM DEBTORS MADE BY OLIVER ADDISON PARKER**

TO : John Neuwirth, Esq.  
Harvey R. Miller, Esq.  
Stephen Karotkin, Esq.  
Joseph H. Smolinsky, Esq  
Weil, Gotshal & Manges LLP  
The Attorneys for the Debtors  
767 Fifth Avenue,  
New York, New York 10153  
Fax No. 212-310-8007

Oliver Addison Parker, Pro Se, ("Parker") pursuant to the provisions of F.R.C.P. 26 and  
34, F.R.B.P. 7026 and 9014(c), and the Court's Case Management Ordered dated June 1,  
2009 [Docket No. 157] F.R.C.P. 15(a) and F.R.B.P. 7015 herewith demands production from  
the Debtors of true and accurate copies of the following documents to be delivered to him on

Sunday, June 28, 2009 at 12:30 P.M. at the offices of the Debtors' attorney, to wit, Weil,


Gotshal & Manges LLP, 767 Fifth Avenue, New York, New York 10153::

1. All statements, declarations, affidavits or summaries of testimony relevant to or regarding any issues raised in this bankruptcy or the pending proposed 363 sale made by Frederick A. Henderson, the President, Chief Executive Officer and a Director of GM.
2. All statements, declarations, affidavits or summaries of testimony relevant to or regarding any issue raised in this bankruptcy or the pending proposed 363 sale made by Michael Raleigh GM North America Finance Director of Health Care.
3. All statements, declarations, affidavits or summaries of testimony relevant to or regarding any issue raised in this bankruptcy or the pending proposed 363 sale made by William C. Repko Senior Managing Director, Evercore Group L.L.C.
4. All statements, declarations, affidavits or summaries of testimony relevant to or regarding any issue raised in this bankruptcy or the pending proposed 363 sale made by J. Stephen Worth Managing Director, Evercore Group L.L.C.
5. All statements, declarations, affidavits or summaries of testimony relevant to or regarding any issue raised in this bankruptcy or the pending proposed 363 sale made by Albert Koch Vice Chairman and Managing Director, AlixPartners LLP.
6. Loan and Security Agreement by and between Borrower and U.S. Dept. of Treasury as Lender, dated as of December 31, 2008 (Execution Version), and all Appendices, Schedules and Exhibits Thereto.
7. Guaranty and Security Agreement, dated as of December 31, 2008.
8. Equity Pledge Agreement, dated as of December 31, 2008.
9. All UCC filings regarding items 6, 7 and 8, above.
10. Indenture, dated as of November 15, 1990, between GM and Wilmington Trust Company, as Successor Trustee, and all Amendments and Supplements Thereto.
11. Indenture, dated as of December 7, 1995, between GM and Wilmington Trust Company, as Successor Trustee, and all Amendments and Supplements Thereto.
12. Fiscal and Paying Agency Agreement, dated as of July 3, 2003, among GM, Deutsche Bank AG London and Banque Générale du Luxembourg S.A., and all Amendments and Supplements Thereto.

13. Fiscal and Paying Agency Agreement, dated as of July 10, 2003, among General Motors Nova Scotia Finance Company, GM, Deutsche Bank Luxembourg S.A. and Banque Générale du Luxembourg S.A., and all Amendments and Supplements Thereto.
14. Bond Purchase and Paying Agency Agreement, entered into as of May 28, 1986, by and between GM and Credit Suisse, and all Amendments and Supplements Thereto.
15. NADA Statement on GM's Revised Participation Agreement.
16. Prospectus for debt securities in a principle amount not to exceed \$10,000,000,000.00 dated June 19, 2003.
17. Prospectus Supplement (to Prospectus dated June 19, 2003) for 6.250% Series C Convertible Senior Debentures Due 2033 in the principle amount of \$4,000,000,000.00 dated June 26, 2003.

Dated: June 26, 2009  
New York, New York

Oliver Addison Parker, Pro Se  
283 Codrington Drive  
Lauderdale By The Sea, FL 33308  
Ph: (954) 599-6468  
Fax: (954) 772-6468  
[splitapart@prodigy.net](mailto:splitapart@prodigy.net)  
Florida Bar No. 235891

By:   
Oliver Addison Parker, Pro Se

**CERTIFICATE OF SERVICE**

I HEREBY CERTIFY that true and accurate copies of the above and foregoing document have been served by both United States Mail, postage prepaid, and by telephonic facsimile this 26<sup>th</sup> day of June, 2009 to the following named individuals:

(a) The attorneys for the Debtors:

John Neuwirth, Esq.  
Harvey R. Miller, Esq.  
Stephen Karotkin, Esq.  
Joseph H. Smolinsky, Esq.  
Weil, Gotshal & Manges LLP  
767 Fifth Avenue,  
New York, New York 10153  
Fax No. 212-310-8007

(b) The attorneys for the Purchaser

John J. Rapisardi, Esq.  
Cadwalader, Wickersham & Taft LLP,  
One World Financial Center,  
New York, New York 10281  
Fax No. 212-415-8350

(c) The attorneys for the Creditors Committee;

Gordon Z. Novod, Esq.  
Kramer, Levin, Naftalis & Frankel, LLP  
1177 Avenue of the Americas  
New York, New York 10036  
Fax No. 212-715-8000

(d) The attorney for the UAW

James L. Bromley, Esq.  
Cleary Gottlieb Steen & Hamilton LLP,  
One Liberty Plaza  
New York, New York 10006  
Fax No. 212-225-3976

(e) The attorneys for the UAW,

Babette Ceccotti, Esq.  
Cohen, Weiss and Simon LLP,  
330 W. 42nd Street,  
New York, New York 10036  
Fax No. 212-695-5436



(f) The attorneys for Export Development Canada,


Michael J. Edelman, Esq.  
Michael L. Schein, Esq.  
Vedder Price, P.C.,  
1633 Broadway, 47th Floor,  
New York, New York 10019  
Fax No. 212-407-7799

(g)

Diana G. Adams, Esq.  
The Office of the United States Trustee  
for the Southern District of New York  
33 Whitehall Street, 21st Floor,  
New York, New York 10004  
Fax. No. 212-668-2256

(h)

David S. Jones, Esq. and  
Matthew L. Schwartz, Esq.  
The U.S. Attorney's Office, S.D.N.Y.,  
86 Chambers Street, Third Floor,  
New York, New York 10007  
Fax No. 212-637-2684

By:   
Oliver Addison Parker, Pro Se

## **EXHIBIT B**

Hearing Date: June 30, 2009 at 9:45 A.M.  
Original Objection Deadline: June 19, 2009 at 5:00 P.M.  
Extended Objection Deadline: June 22, 2009 at 12:00 Noon

Oliver Addison Parker, Pro Se  
283 Codrington Drive  
Lauderdale By The Sea, FL 33308  
Ph: (954) 599-6468  
Fax: (954) 772-6468  
[splitapart@prodigy.net](mailto:splitapart@prodigy.net)  
Florida Bar No. 235891

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

----- X  
In re

GENERAL MOTORS CORP., *et al.*,

Debtors.

Chapter 11

Case No. 09-50026 (REG)

(Jointly Administered)

----- X

**REQUEST FOR DISCOVERY AND DEMAND FOR PRODUCTION OF DOCUMENTS  
FROM DEBTORS MADE BY OLIVER ADDISON PARKER**

TO : John Neuwirth, Esq.  
Harvey R. Miller, Esq.  
Stephen Karotkin, Esq.  
Joseph H. Smolinsky, Esq  
Weil, Gotshal & Manges LLP  
The Attorneys for the Debtors  
767 Fifth Avenue,  
New York, New York 10153  
Fax No. 212-310-8007

Oliver Addison Parker, Pro Se, ("Parker") pursuant to the provisions of F.R.C.P. 26 and 34, F.R.B.P. 7026 and 9014(c), and the Court's Case Management Ordered dated June 1, 2009 [Docket No. 157] F.R.C.P. 15(a) and F.R.B.P. 7015 herewith demands production from the Debtors of true and accurate copies of the following documents to be delivered to him on

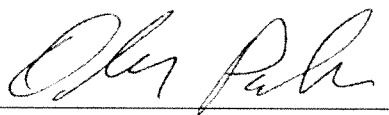
Sunday, June 28, 2009 at 12:30 P.M. at the offices of the Debtors' attorney, to wit, Weil,  
Gotshal & Manges LLP, 767 Fifth Avenue, New York, New York 10153::

1. All statements, declarations, affidavits or summaries of testimony relevant to or regarding any issues raised in this bankruptcy or the pending proposed 363 sale made by Frederick A. Henderson, the President, Chief Executive Officer and a Director of GM.
2. All statements, declarations, affidavits or summaries of testimony relevant to or regarding any issue raised in this bankruptcy or the pending proposed 363 sale made by Michael Raleigh GM North America Finance Director of Health Care.
3. All statements, declarations, affidavits or summaries of testimony relevant to or regarding any issue raised in this bankruptcy or the pending proposed 363 sale made by William C. Repko Senior Managing Director, Evercore Group L.L.C.
4. All statements, declarations, affidavits or summaries of testimony relevant to or regarding any issue raised in this bankruptcy or the pending proposed 363 sale made by J. Stephen Worth Managing Director, Evercore Group L.L.C.
5. All statements, declarations, affidavits or summaries of testimony relevant to or regarding any issue raised in this bankruptcy or the pending proposed 363 sale made by Albert Koch Vice Chairman and Managing Director, AlixPartners LLP.
6. Loan and Security Agreement by and between Borrower and U.S. Dept. of Treasury as Lender, dated as of December 31, 2008 (Execution Version), and all Appendices, Schedules and Exhibits Thereto.
7. Guaranty and Security Agreement, dated as of December 31, 2008.
8. Equity Pledge Agreement, dated as of December 31, 2008.
9. All UCC filings regarding items 6, 7 and 8, above.
10. Indenture, dated as of November 15, 1990, between GM and Wilmington Trust Company, as Successor Trustee, and all Amendments and Supplements Thereto.
11. Indenture, dated as of December 7, 1995, between GM and Wilmington Trust Company, as Successor Trustee, and all Amendments and Supplements Thereto.
12. Fiscal and Paying Agency Agreement, dated as of July 3, 2003, among GM, Deutsche Bank AG London and Banque Générale du Luxembourg S.A., and all Amendments and Supplements Thereto.

13. Fiscal and Paying Agency Agreement, dated as of July 10, 2003, among General Motors Nova Scotia Finance Company, GM, Deutsche Bank Luxembourg S.A. and Banque Générale du Luxembourg S.A., and all Amendments and Supplements Thereto.
14. Bond Purchase and Paying Agency Agreement, entered into as of May 28, 1986, by and between GM and Credit Suisse, and all Amendments and Supplements Thereto.
15. NADA Statement on GM's Revised Participation Agreement.
16. Prospectus for debt securities in a principle amount not to exceed \$10,000,000,000.00 dated June 19, 2003.
17. Prospectus Supplement (to Prospectus dated June 19, 2003) for 6.250% Series C Convertible Senior Debentures Due 2033 in the principle amount of \$4,000,000,000.00 dated June 26, 2003.

Dated: June 26, 2009  
New York, New York

Oliver Addison Parker, Pro Se  
283 Codrington Drive  
Lauderdale By The Sea, FL 33308  
Ph: (954) 599-6468  
Fax: (954) 772-6468  
[splitapart@prodigy.net](mailto:splitapart@prodigy.net)  
Florida Bar No. 235891

By:   
Oliver Addison Parker, Pro Se

**CERTIFICATE OF SERVICE**

I HEREBY CERTIFY that true and accurate copies of the above and foregoing document have been served by both United States Mail, postage prepaid, and by telephonic facsimile this 26<sup>th</sup> day of June, 2009 to the following named individuals:

(a) The attorneys for the Debtors:

John Neuwirth, Esq.  
Harvey R. Miller, Esq.  
Stephen Karotkin, Esq.  
Joseph H. Smolinsky, Esq.  
Weil, Gotshal & Manges LLP  
767 Fifth Avenue,  
New York, New York 10153  
Fax No. 212-310-8007

(b) The attorneys for the Purchaser

John J. Rapisardi, Esq.  
Cadwalader, Wickersham & Taft LLP,  
One World Financial Center,  
New York, New York 10281  
Fax No. 212-415-8350

(c) The attorneys for the Creditors Committee;

Gordon Z. Novod, Esq.  
Kramer, Levin, Naftalis & Frankel, LLP  
1177 Avenue of the Americas  
New York, New York 10036  
Fax No. 212-715-8000

(d) The attorney for the UAW

James L. Bromley, Esq.  
Cleary Gottlieb Steen & Hamilton LLP,  
One Liberty Plaza  
New York, New York 10006  
Fax No. 212-225-3976

(e) The attorneys for the UAW,

Babette Ceccotti, Esq.  
Cohen, Weiss and Simon LLP,  
330 W. 42nd Street,  
New York, New York 10036  
Fax No. 212-695-5436

(f) The attorneys for Export Development Canada,

Michael J. Edelman, Esq.  
Michael L. Schein, Esq.  
Vedder Price, P.C.,  
1633 Broadway, 47th Floor,  
New York, New York 10019  
Fax No. 212-407-7799

(g)

Diana G. Adams, Esq.  
The Office of the United States Trustee  
for the Southern District of New York  
33 Whitehall Street, 21st Floor,  
New York, New York 10004  
Fax. No. 212-668-2256

(h)

David S. Jones, Esq. and  
Matthew L. Schwartz, Esq.  
The U.S. Attorney's Office, S.D.N.Y.,  
86 Chambers Street, Third Floor,  
New York, New York 10007  
Fax No. 212-637-2684

By:   
Oliver Addison Parker, Pro Se

## EXHIBIT C



**Gandhi, Ashish**

---

**From:** Neuwirth, John  
**Sent:** Friday, June 26, 2009 4:15 PM  
**To:** splitapart@prodigy.net  
**Cc:** Miller, Harvey; Warren, Irwin; Karotkin, Stephen; Guy, Ray; Smolinsky, Joseph; Dummer, David W  
**Subject:** Re: GM Bankruptcy -- Discovery Request of Oliver Addison Parker

Mr. Parker --

We are in receipt of your Request for Discovery and Demand for Production of Documents From Debtors, served by email at 1:33 this afternoon (the "Request" or "Requests"). The Debtors object to your Requests on the following principal grounds, among others: (i) the Requests are not timely and, at this late date, unduly burdensome and inappropriate in light of the current discovery process; (ii) the term "statements" in Request Nos. 1-5 is vague and ambiguous; and (iii) Request Nos. 1-13 and 15-17 seek documents that, to the extent they exist, are publicly available (the Debtors will not produce any such publicly available documents as you can obtain them from the public domain).

Subject to the foregoing objections, provided you first sign and return the attached protective order, we will make available documents responsive to your Request No. 14. You can obtain them at the offices of Weil Gotshal (NY), attention David Dummer, either prior to the start of Mr. Raleigh's deposition tomorrow morning or prior to the start of Mr. Henderson's deposition Sunday afternoon, as you have requested.

Please contact us if you would like to discuss any of the above. Thank you.

John A. Neuwirth  
Weil, Gotshal & Manges LLP  
767 Fifth Avenue  
New York, New York 10153  
(212) 310-8297 (T)  
(212) 833-3034 (F)

**OLIVER PARKER**

**<splitapart@prodigy.net>**

06/26/2009 01:33 PM

To [john.neuwirth@weil.com](mailto:john.neuwirth@weil.com)

cc

Subject GM Bankruptcy -- Discovery Request of Oliver Addison Parker

Attached please find my discovery request. I would like to pick it up on Sunday at Friederick Henderson's deposition, or if this is not possible, then at Mike Raleigh's deposition.

Thanks.

Oliver

[attachment "Demand for Discovery and Production of Documents.pdf" deleted by John Neuwirth/NY/WGM/US]

## EXHIBIT D

WEIL, GOTSHAL & MANGES LLP

767 FIFTH AVENUE  
NEW YORK, NY 10153  
(212) 310-8000  
FAX: (212) 310-8007

AUSTIN  
BOSTON  
BRUSSELS  
BUDAPEST  
DALLAS  
FRANKFURT  
HOUSTON  
LONDON  
MIAMI  
MUNICH  
PARIS  
PRAGUE  
PROVIDENCE  
SHANGHAI  
SILICON VALLEY  
SINGAPORE  
WARSAW  
WASHINGTON, D.C.

WRITER'S DIRECT LINE

214.746.8173  
david.dummer@weil.com

June 28, 2009

**BY HAND DELIVERY**

Oliver Addison Parker, Pro Se  
283 Codrington Drive  
Lauderdale By The Sea, FL 33308

**Re: General Motors Corporation - Case No. 09-  
50026 (REG)**

Dear Oliver:

Enclosed, please find a hard copy production stamped GMPR-HD 00002821-00004754. Please note that GMHD-PR 00002821 - GMHD-PR 00002864 are highly confidential and should be treated so in accordance with the protective order you executed on June 26, 2009.

Please contact me with any questions.

Best regards,



David W. Dummer

cc: Ray Guy, Esq.

## EXHIBIT E

**Amsel, Joshua S.**

---

**From:** OLIVER PARKER [splitapart@prodigy.net]  
**Sent:** Monday, June 29, 2009 7:39 AM  
**To:** Amsel, Joshua S.  
**Subject:** GM Bankruptcy -- Discovery Request

Joshua

I hereby request production of the larger discovery given to the other parties.

Oliver Parker

## EXHIBIT F

WEIL, GOTSHAL & MANGES LLP

767 FIFTH AVENUE  
NEW YORK, NY 10153  
(212) 310-8000  
FAX: (212) 310-8007

AUSTIN  
BOSTON  
BRUSSELS  
BUDAPEST  
DALLAS  
FRANKFURT  
HOUSTON  
LONDON  
MIAMI  
MUNICH  
PARIS  
PRAGUE  
PROVIDENCE  
SHANGHAI  
SILICON VALLEY  
SINGAPORE  
WARSAW  
WASHINGTON, D.C.

WRITER'S DIRECT LINE  
214 746.8173  
david.dummer@weil.com

June 29, 2009

**BY HAND DELIVERY**

Oliver Addison Parker, Pro Se  
283 Codrington Drive  
Lauderdale By The Sea, FL 33308

**Re: General Motors Corporation - Case No. 09-50026 (REG)**

Dear Mr. Parker:

We previously provided you documents in response to your original request for documents. Yesterday, you noted that certain parties who had served broader discovery requests had received documents that you had not requested. Last night, after yesterday's deposition of Mr. Henderson had concluded, we received your supplemental request for additional documents. Although your request is late, enclosed please find a hard drive containing electronic documents stamped GMPR000000001 - GMPR000384054 and a CD containing electronic documents stamped GMPR000384055 - GMPR000444995. Please note that these documents are highly confidential and should be treated as such in accordance with the Protective Order you signed that is dated June 28, 2009.

Best regards,

  
David W. Dummer

cc: Ray Guy, Esq.

## EXHIBIT G



WEIL, GOTSHAL & MANGES LLP

767 FIFTH AVENUE  
NEW YORK, NY 10153  
(212) 310-8000  
FAX: (212) 310-8007

AUSTIN  
BOSTON  
BRUSSELS  
BUDAPEST  
DALLAS  
FRANKFURT  
HOUSTON  
LONDON  
MIAMI  
MUNICH  
PARIS  
PRAGUE  
PROVIDENCE  
SHANGHAI  
SILICON VALLEY  
SINGAPORE  
WARSAW  
WASHINGTON, D.C.

WRITER'S DIRECT LINE

214.746.8173  
david.dummer@weil.com

June 29, 2009

**BY HAND DELIVERY**

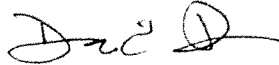
Oliver Addison Parker, Pro Se  
283 Codrington Drive  
Lauderdale By The Sea, FL 33308

**Re: General Motors Corporation - Case No. 09-  
50026 (REG)**

Dear Mr. Parker:

Enclosed, please find a hard copy production stamped GMPR-HD  
00000001-0002820. Please note that these documents are highly confidential and should  
be treated as such in accordance with the Protective Order you signed that is dated June  
28, 2009.

Best regards,



David W. Dummer

cc: Ray Guy, Esq.

## EXHIBIT H

1

2 UNITED STATES BANKRUPTCY COURT

3 SOUTHERN DISTRICT OF NEW YORK

4 Case No. 09-50026 (AM SESSION)

5 - - - - -x

6 In the Matter of:

7

8 GENERAL MOTORS CORPORATION, et al.,

9

10 Debtors.

11

12 - - - - -x

13

14 United States Bankruptcy Court

15 One Bowling Green

16 New York, New York

17

18 July 2, 2009

19 9:02 AM

20

21

22 B E F O R E:

23 HON. ROBERT E. GERBER

24 U.S. BANKRUPTCY JUDGE

25

1

2 HEARING re Motion of the Debtors for Entry of Order Pursuant to  
3 11 U.S.C. § 363(b) Authorizing and Approving Settlement  
4 Agreements with Certain Unions

5

6 HEARING re Debtors' Motion Pursuant to Bankruptcy Code §§  
7 105(a), 361, 362, 363, 364 and 507 and Bankruptcy Rules 2002,  
8 4001 and 6004 to Amend DIP Credit Facility

9

10 HEARING re Continuation of GM 363 Sale Hearing

11

12

13

14

15

16

17

18

19

20

21

22

23

24

25 Transcribed by: Lisa Bar-Leib

GENERAL MOTORS CORPORATION, et al.

1 mean, the purpose of oral argument, in my court, is not to  
2 repeat or to have to say again what you said in your papers.  
3 It's to give me orally anything which helps me better  
4 understand the papers or answer things where you're plugging  
5 the holes.

6 MR. PARKER: Okay. So I'm not waiving anything, any  
7 points --

8 THE COURT: Right.

9 MR. PARKER: -- by not mentioning it.

10 THE COURT: That's what I said.

11 MR. PARKER: I know, I'm just clarifying for myself.  
12 I'd also like to also incorporate by reference the arguments of  
13 Mr. Kennedy and of --

14 THE COURT: To the extent you need to, it's done.

15 MR. PARKER: Okay, and also my immediate predecessor  
16 up here.

17 THE COURT: Same.

18 UNIDENTIFIED SPEAKER: Mr. Richman.

19 MR. PARKER: Mr. Richman, right.

20 Thank you, Your Honor. Your Honor, basically I want  
21 to address four points, if I may, four points that I don't  
22 think have been addressed. One I wish to address very, very  
23 briefly, and I'll begin it with apologizing to the Court for my  
24 less-than-stellar performance on Tuesday. But I think that  
25 less-than-stellar performance is at least partly the result

GENERAL MOTORS CORPORATION, et al.

1 of -- I object to the process, and I've objected in my  
2 objections, to the process chosen by the debtor. This is not a  
3 criticism of the Court or of yourself; this is a criticism of  
4 the process they chose.

5 I don't believe that there has been adequate time to  
6 prepare a response to their motion. For example, and after  
7 making the example I'll move onto another point, for example,  
8 they criticize, or in their oral argument to the Court they  
9 have emphasized, that they're the only ones who've provided any  
10 valuation scenarios for General Motors. Well, of course, they  
11 had several months to prepare those valuation scenarios. We've  
12 had less than thirty days. The time frame -- I mean, I filed  
13 my objection on June 19th, so I've basically had eleven days.  
14 In eleven days you can't find an expert, have an expert get  
15 access to the records and create a valuation report. I don't  
16 think it can be done. So I'm objecting on those grounds.

17 But I'll move on. One of the things I'm objecting  
18 to, and I believe I'm the only one who's objecting on this, is  
19 the limitation-on-liens argument. The -- I rest upon two  
20 documents -- well, three documents: first, the 1995 indenture,  
21 which I believe is Debtors' Exhibit 10 in evidence, if my notes  
22 are correct. Section 1408 provides that it's governed by New  
23 York and is to be interpreted by New York law. Section 406  
24 contains a limitation-on-liens provision, which I think the  
25 Court can read; I don't think the Court needs me to repeat it.

## EXHIBIT I

**Gandhi, Ashish**

---

**From:** Gandhi, Ashish  
**Sent:** Saturday, June 27, 2009 12:08 AM  
**To:** splitapart@prodigy.net  
**Cc:** Neuwirth, John  
**Subject:** In re GM

Mr. Parker-

As we discussed this evening, in response to your June 26 document request directed to the Debtors, the Debtors will make available to you the documents listed in its Witness and Exhibit List, the vast majority of which are publicly-available documents and are listed on your June 26 request. At your request, we will make these documents available to you at our offices on Sunday, June 28 before the start of Mr. Henderson's deposition. Please indicate if this is not your understanding. Thanks.

Ashish D. Gandhi  
Weil, Gotshal & Manges LLP  
767 Fifth Avenue  
New York, NY 10153  
(212) 310-8024  
(212) 310-8007 (f)